IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY PETITION NO. 9 OF 2007
connected with
COMPANY APPLICATION NO. 1223 OF 2006

Bama Securities Limited,
Mumbai. ... Petitioner.

WITH

COMPANY PETITION NO. 10 OF 2007
connected with
COMPANY APPLICATION NO. 1224 OF 2006

Nirmal Bang Securities Private
Limited, Mumbai. ... Petitioner.

In the matter of the Scheme of Amalgamation of Bama Securities Limited with Nirmal Bang Securities Private Limited and their respective shareholders and creditors etc.

Ms.S.Bandookwala i/b. J.Sagar & Associates
for the petitioners.

C.J.Roy with Parag Vyas i/b. G.C.Mishra
for the Regional Director.

Mrs.K.V.Gautam, Dy. Official Liquidator present.

CORAM: V.C.DAGA, J.

DATED: 9th March 2007.

P.C.:

. The petitioners have invoked jurisdiction of this Court under sections 391 to 394 of the Companies Act, 1956 to seek sanction to the proposed Scheme of Amalgamation of M/s.Bama Securities Limited ("transferor company") with M/s.Nirmal Bang Securities

Private Limited ("transferee company") and their respective shareholders and creditors etc, whereunder the activities of both the companies are proposed to be combined in a single unit.

2. the Board of Directors of both the companies by their separate resolutions dated 1st December, 2006 have approved the proposed scheme of of amalgamation.

3. By virtue of the order of this Court dated 22nd December, 2006, necessity of convening and holding the meeting of the shareholders of both companies in view of the consent given by them was dispensed with. The necessity of holding meeting of unsecured creditors of the companies, in view of the undertaking given by the petitioners to give individual notices to them was also dispensed with. There are no secured creditors in both companies as per the statement placed on record.

4. The petitions were advertised on 23rd January, 2007 pursuant to the order of this Court dated 12th January, 2007 Affidavits of service dated 2nd February, 2007 are filed on record in both the petitions to show compliance of the order dated 12th January, 2007. Nobody has come forward to raise any objection in spite of advertisement of the petition

and service to the unsecured creditors.

5. The Regional Director, Western Region, Ministry of Company Affairs has filed affidavit giving no-objection to the scheme of amalgamation subject to furnishing undertaking by the petitioners to discharge their respective liabilities so far as payment of sales tax/ service tax/ duty draw-back and other levies are concerned, details of which are to be found in para-6 of their affidavit. In reply to the said affidavit, petitioners have filed affidavit dated 9th March, 2007 duly affirmed by Mr.Sameer Kamdar, wherein he has undertaken on behalf of the transferee- Company to discharge such tax liabilities payable by transferor- Company or transferee- Company or vice-versa, in respect of any *inter se* transactions and the same would not be netted off and claimed in the combined balance sheet prepared by the transferee-Company and any such liability on account of sales or service tax or any other duty would be deposited by the transferee- Company with the Government or its respective department. Statements made and undertakings given by the petitioners are taken on record. The Official Liquidator has also filed report giving no-objection to the scheme of amalgamation.

6. In the above view of the matter, I am satisfied that the provisions of the Companies Act are complied with. The arrangement embodied in the Scheme of Amalgamation is accepted. Company Petition No.9/2007 is made absolute in terms of prayer clauses (a) to (g) and Contempt Petition No.10/2007 is made absolute in terms of prayer clause (a) to (f), subject to provisions of section 47 of the Maharashtra Value Added Tax Act, 2002.

7. The petitioners would pay costs of Rs.2,500/- each to the Regional Director and the Official Liquidator.

8. All the concerned including Registrar of Companies to act on the ordinary copy of this order and scheme annexed to the petition duly authenticated by the Company Registrar of this Court. Filing of drawn up order is dispensed with.

(V.C.DAGA, J.)